

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Oaks Management, LLC

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ✓ ___ L.C. File Cert.
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ✓ ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

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Signature

Requested by:

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ARTICLES OF ORGANIZATION OF OATES MANAGEMENT, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **OATES MANAGEMENT, L.L.C.**, and its principal place of business shall be in the Pensacola Beach, County of Escambia, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized by Florida law.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve,

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stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the limited liability company by the following members in the following amounts:

<u>Name of Member</u>	<u>Amount of Contribution</u>
Charlotte Rohrbaugh	\$250.00
Arthur Royce Oates	\$250.00

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in pro rata shares.

ARTICLE IV
LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
DURATION

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1766 Ensenada Siete, Pensacola Beach, County of Escambia, State of Florida 32561. The mailing address is 1766 Ensenada Siete, Pensacola Beach, Florida 32561.

ARTICLE VII
MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualifies is: Arthur Royce Oates, 1766 Ensenada Siete, Pensacola Beach, Florida 32561.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1766 Ensenada Siete, Pensacola Beach, Florida 32561, and the name of its initial registered agent at such address is Arthur Royce Oates.

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ARTICLE IX
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

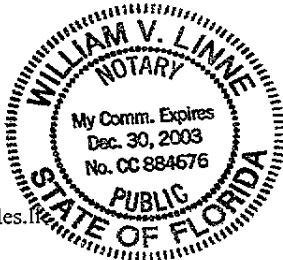
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of OATES MANAGEMENT, L.L.C.

Executed by the undersigned at Pensacola, Escambia County, Florida, on the 23rd day of February, 2000.


ARTHUR ROYCE OATES

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 23rd day of February, 2000, by ARTHUR ROYCE OATES, as a member and manager of OATES MANAGEMENT, L.L.C., a Florida Limited Liability Company, who is personally known to me.



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NOTARY PUBLIC

Typed Name: William V. Linne

Commission Expires: 12-30-2003

Commission No.: CC 884676

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STATE OF FLORIDA
COUNTY OF ESCAMBIA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **OATES MANAGEMENT, L.L.C.**

The name of the registered agent for **OATES MANAGEMENT, L.L.C.**, is **ARTHUR ROYCE OATES** and the street address of the company's principal office where the agent is located is 1766 Ensenada Siete, Pensacola Beach, Florida 32561.

This statement is to acknowledge that, as indicated above, **OATES MANAGEMENT, L.L.C.**, has appointed me, **ARTHUR ROYCE OATES**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 23, 2000.

Arthur Royce Oates
ARTHUR ROYCE OATES
Registered Agent

The foregoing instrument was acknowledged before me this 23rd day of February, 2000, by ARTHUR ROYCE OATES, agent on behalf of OATES MANAGEMENT, L.L.C., a Florida Limited Liability Company. He is personally known to me.



William V. Linne
NOTARY PUBLIC

Typed Name: William V. Linne

Commission No.: CC 884676

Commission Expires: 12-30-2003

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